

EXHIBIT 3

IMPORTANT NOTICE TO PHARMACY PROVIDERS

Effective March 24, 2004, the planned acquisition of AdvancePCS by Caremark Rx was completed. Accordingly, AdvancePCS (now CaremarkPCS), and Caremark Inc., are both wholly owned subsidiaries of Caremark Rx.

Prior to this acquisition, your pharmacy may have had a contract with AdvancePCS and/or Caremark Inc. To facilitate the integration process, both companies will be using the same base pharmacy provider agreement effective August 1, 2004. The new agreement will consist of the AdvancePCS Provider Agreement, along with Exhibit B to the Caremark Participating Pharmacy Agreement, all Attachments to this Exhibit B, and any fee schedules which you have previously entered into with Caremark Inc. This new agreement will apply to all of your CaremarkPCS and Caremark Inc. business beginning August 1, 2004 and will be called the "Caremark Provider Agreement." Except for the portions noted above, the old Caremark Participating Pharmacy Agreement will not apply to your Caremark Inc. business after August 1, 2004. Communications from Caremark may reflect the name of either AdvancePCS or Caremark until the integration process is complete.

We are pleased to announce that both CaremarkPCS and Caremark Inc. will pay pharmacies for prescriptions dispensed in accordance with the Provider Agreement, regardless of whether payment is received from our customers. Caremark will no longer require pharmacies to accept our organization as a limited agent for payment purposes. Accordingly, you may consider Section 5.1 of the Provider Agreement deleted.

During the integration process, your pharmacy should continue to submit and process claims according to the following table:

Caremark Processing Centers

Card Graphic / Previous Claim Processor	Processing Center as of 03/24/04	BIN #
Caremark Inc.	Caremark Facility	610029
AdvancePCS - RxClaim	Caremark - RxClaim Facility	004336
AdvancePCS - RECAP	Caremark - RECAP Facility	610415

You will be notified of which BIN to submit claims to for new plan sponsors.

In addition, during the integration process, the pharmacy payment cycles and pharmacy payment schedules will continue as previously in place for Caremark and AdvancePCS. For claims submitted to BIN 004336 and 610415, your pharmacy payment cycles and payment schedule will remain the same as AdvancePCS had in place prior to the acquisition. Similarly, for claims submitted to BIN 610029, your pharmacy payment cycles and payment schedule will remain the same as Caremark had in place prior to the acquisition. As a result, you will be receiving from Caremark reimbursement for claims through separate checks according to different schedules based on the BIN to which the claims were submitted.

We look forward to the opportunity to enhance our relationship with your pharmacy.

Thank you,
Retail Services